

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of November, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and PSC Metals, Inc. ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 21, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 26, 2006 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

RECORDATION NO. 24261-6 FILED

NOV 20 '06

1-07 PM

ATTEST:

By: Richard F. Seymour

SURFACE TRANSPORTATION BOARD

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETINGBy: Susan GrokulskaName: SUSAN GROKULSKYTitle: MR. OF DOCUMENTATION Executed on this 2nd day of November 2006.

[CORPORATE SEAL]

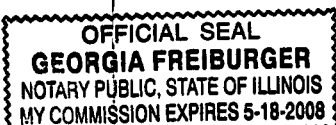
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of November 2006

Notary Public

My Commission Expires:

5.2008  
(Notary Public)

LESSEE:

PSC METALS, INC.

By: Douglas McSorley  
Name: DOUGLAS MCSORLEY  
Title: VP FINANCE

ATTEST:

By: Jacklyn Stich  
Name: JACKLYN STICH  
Title: HR/LEGAL ASSISTANT

Executed on this 19<sup>th</sup> day of OCTOBER, 2006.

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF CUYAHOGA

I, Doris Hosack, a Notary Public of the County and State aforesaid, certify that Douglas McSorley personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23 day of OCTOBER, 2006.

Doris M. Hosack  
Notary Public

Commission Expires:

5-1-11  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE AND ASSIGNMENT**

NUMBER OF CARS:           Four (4)

DESCRIPTION OF CARS:   Bulkhead Flat Cars with platform length of 56'8" and 263,000 GRL.

CAR NUMBERS:           NDYX 724530, NDYX 724531, NDYX 724532, NDYX 724534.